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10 **UNITED STATES BANKRUPTCY COURT**
11 **NORTHERN DISTRICT OF CALIFORNIA**
12 **OAKLAND DIVISION**

13 In re:)	
)	
14 ANDRONICO'S MARKETS, INC.,)	Case No. 11-48963-EDJ-11
A California Corporation, aka)	
15 Andronico's Community Markets,)	Chapter 11
)	
16 Debtor.)	Date: September 20, 2011
)	Time: 10:30 a.m.
17 1200 Irving Street)	Place: United States Bankruptcy Court
San Francisco, CA 94122)	1300 Clay Street, Courtroom 215
)	Oakland, CA 94612
18 Employer Tax I.D. No.: 94-1307395)	Judge: Honorable Edward D. Jellen
19)	

20 **DECLARATION OF DORIS A. KAELIN IN SUPPORT OF MOTION FOR ORDER**
21 **(1) MODIFYING BID PROCEDURES, AND (2) AMENDING BID PROCEDURES ORDER**

22 I, Doris A. Kaelin, hereby declare:

23 1. I am an attorney duly licensed to practice in this state and before this court and am a
24 shareholder of the law firm of Murray & Murray, A Professional Corporation, the attorneys for
25 Andronico's Markets, Inc., a California Corporation, the debtor and debtor in possession in the
26 above-captioned bankruptcy case (the "Debtor"). I have personal knowledge of the facts set forth in
27 this declaration, and, if called to testify, would and could testify competently thereto. As to those
28 matters stated on information and belief, I believe them to be true.

2. This Declaration is filed in support of the Debtor's MOTION FOR ORDER (1) MODIFYING BID PROCEDURES, AND (2) AMENDING BID PROCEDURES ORDER (the "Motion").

3. Pursuant to the Motion, the Debtor requests entry of an order (1) modifying the Bid Procedures¹ previously approved by the Court in this case; (2) amending the Bid Procedures; and (3) shortening time for service of the notices of hearing and motion papers with respect to the Sale Motion and the Assumption Motion.

4. Attached hereto as **Exhibit "A"** are the proposed Bid Procedures as modified pursuant to the Motion. A black-line reflecting the changes made from the original Bid Procedures is attached hereto as **Exhibit "B."**

5. Attached hereto as **Exhibit "C"** is a black-line reflecting the proposed amendments to the Bid Procedures Order.

I declare under penalty of perjury under the laws of the State of California and the United States that the foregoing is true and correct and that this Declaration is executed on September 19, 2011.

/s/ Doris A. Kaelin
Doris A. Kaelin

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.